

**ASTRA MICROWAVE PRODUCTS LIMITED**  
**Registered Office: 'ASTRA TOWERS', Survey No:12 (Part),**  
**Kothaguda Post, Kondapur, Hitech City,**  
**Hyderabad – 500084.**  
**CIN: L29309TG1991PLC013203**

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**Terms & Conditions of Appointment of Independent Directors**

1. The Independent Directors shall submit a declaration as per **Annexure I** in the beginning of every financial year under Section 149(7) of the Companies Act, 2013 during their tenure, stating that they meet the criteria of independence.
2. So long as they are an Independent Director of the Company, the number of companies in which they hold office as a director or a chairman or committee member shall not exceed the limit stipulated under the Companies Act, 2013 and the Listing Agreement.
3. So long as they are an Independent Director of the Company, they will ensure that they do not get disqualified to act as a director pursuant to the provisions of Section 164 of the Companies Act, 2013.
4. They shall ensure compliance with other provisions of the Companies Act, 2013 and the Listing Agreement as applicable to them as an Independent Director.
5. Their appointment is for a term of 5 years, unless terminated earlier or extended as per the provisions of the Companies Act, 2013. As an Independent Director, they will not be liable to retire by rotation.
6. They are expected to:
  - a) Take decisions objectively and solely in the interests of the Company;
  - b) Guide the Board in monitoring the effectiveness of the Company's governance practices and to recommend changes, required if any;
  - c) Guide the Board in monitoring and managing potential conflicts of interest of management, Board members and stakeholders, including misuse of corporate assets and abuse in related party transactions;
  - d) Comply with the provisions contained u/s 166 of the Companies Act, 2013 in general and Section 166(2) of the Companies Act, 2013 in particular.
  - e) Guide the Board in ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that



appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant accounting standards.

7. Their reappointment or extension of term and remuneration will be recommended by the Nomination and Remuneration Committee to the Board, pursuant to a performance evaluation carried out by the Board.
8. They shall abide by the Code of Business Conduct & Ethics Policy to the extent applicable to an independent director of the Company.
9. They shall abide by the Guidelines of professional conduct, Role, Function and Duties as an independent director as provided in Schedule IV of the Companies Act, 2013. They will be covered under the Directors & Officers Liability Insurance.
10. They shall not hold any office in any firm/entity which directly competes with the Company.
11. They are expected to stay updated on how best to discharge their roles, responsibilities and duties and liabilities, as an independent director of the Company under applicable law.
12. They are entitled to sitting fees for attending each meeting of the board and its committees, profit related commission as approved by the members of the Company, reimbursement of expenses, if any, incurred by them in connection with attending the meetings of the Board, its Committees, General Meetings and travel hotel accommodation in relation to the business of the Company.
13. They will maintain confidentiality of such information to which they may have access and shall not disclose to any third party.

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For Astra Microwave Products Ltd.

  
**B. Malla Reddy**  
Managing Director

**UNDERTAKING**

The Board of Directors  
Astra Microwave Products Limited  
ASTRA TOWERS,  
Survey No:12 (P),  
Kothaguda Post,  
Kondapur, Hitech City,  
Hyderabad – 500084.

**Sub: Declaration by Independent Director pursuant to the provisions of  
Companies Act, 2013**

I was appointed as an Independent director of the company on ..... Pursuant to the notification of provisions of Clause (6) of Section 149 Companies Act, 2013 and all other applicable provisions of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 I wish to inform the company that I meet all the requirements of the Companies Act, 2013 for holding the position of Independent Director of the company.

Further I also would like to inform the company that I continue to meet all the requirements specified under sub-clause I (A)(iii) of Clause 49 of the Listing Agreement.

Date:

(Mr.....)

DIN: .....

